

BY-LAWS
of the
NATIONAL ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS, INC.
AS AMENDED THROUGH JULY 17, 2004

I. CORPORATE SEAL

The Corporate Seal shall consist of two concentric circles containing the words "NATL. ASSN. OF ENVIRONMENTAL PROFESSIONALS, INC." and the center "D.C. Corp. 1975."

II. FUNCTIONS

This corporation has been formed to work toward the goal of protecting, enhancing, and maintaining the quality of the natural and human environment through the following functions:

- Require compliance with the Association's code of ethics and standards of practice for all NAEP members and encourage compliance with that code by all environmental professionals.
- Encourage and carry on education of professionals in all fields related to the environment, including, but not limited to, air and water pollution control, land use planning, environmental impact assessment, natural resource issues analysis, toxic and hazardous substance control applications, and human health studies, for the benefit of the public.
- Encourage the incorporation of environmental considerations through all stages of project conceptualization and development of continuous environmental audit procedures to assure wise management and protection of the environment.
- Improve communication and advance the state-of-the-art among environmental practitioners in management, research, planning, designing, engineering, evaluation, education or review.
- Improve public awareness and involvement in the environmental review process.
- Improve the quality, content and cost effectiveness of environmental documents.
- Improve criteria for the preparation, review and evaluation of environmental documents.
- Encourage consistency in the administrative implementation and application of the environmental evaluation process.
- Encourage and promote improved environmental legislation and guidelines pursuant thereto.
- Improve methods for the collection and utilization of environmental information and the sharing of databases wherever feasible, and promote dissemination of such information on an open and non-discriminatory basis to the public and to decision-makers.

III. MEMBERSHIP

Section 1: Voting Membership Grades

- A. *Fellow Member*: Awarded by the Board of Directors to those members who have made significant and substantial contributions to the growth and development of the NAEP, have served in leadership positions in the NAEP, have demonstrated good judgment and integrity,

have achieved an exemplary level of accomplishment in the environmental profession, and have met all of the following requirements:

- Must have been a Member for five (5) or more years;
- Must have been in responsible charge for five (5) or more years; and
- Must be certified unless individually exempted by the Board of Directors

B. **General Member:** Three (3) years professional experience in an environmental discipline (e.g. project or task manager, etc., who exercises independent judgment in an interdisciplinary environmental field). A general member must also have a Baccalaureate degree, unless individually exempted by the Board of Directors.

C. **Senior Member** – A senior member must meet the following requirements:

- At least sixty-five (65) years of age;
- Retired from or currently active in the professional disciplines; and
- Meet requirements of A or B above.

Section 2: Non-Voting Membership Grades

A. **Student Member:** Enrolled in a school of recognized standing; is registered at least as a half-time student according to the rules and regulations of the applicable school; and is registered in at least one (1) course in the professional disciplines. Proof of continued registration must be provided to the executive assistant upon membership renewal.

B. **Associate Member:** Not otherwise eligible for another grade of membership.

Section 3: Spousal Membership

Spousal members may elect to pay annual dues jointly, in which event the amount of the dues will be the combined sum of the dues for individual members less the cost of a single subscription to the journal of the Association, as determined by the Directors. Spousal members shall be entitled to all the privileges of their membership grade, with the exception that they will receive a single subscription to the journal.

Section 4: Other Membership Categories

The Board of Directors may establish other membership categories, including but not limited to, sustaining membership categories, and the Directors shall establish appropriate rules and regulations for the control of any monies pledged in connection therewith.

Section 5: Dues

The Board of Directors may establish, and amend, a schedule for annual dues under this Article at any regular or special meeting of the Board.

IV. MEETINGS

Section 1: Annual Meeting

There shall be an annual meeting of the members of this Association at a time and place to be determined by the Board of Directors. Written notice shall be sent to each voting member by mail or other form of written communication, charges prepaid, addressed to the member at the member's address as it is shown on the records of the corporation, or if it is not shown on the records or is not readily ascertainable, at the place where the meetings of the members are

regularly held. Any notice shall be mailed or delivered at least five (5) days before the date of the meeting(s).

Section 2: Special Meetings

Special meetings of the members of the corporation for any purpose or purposes may be called at any time by the president of the corporation or by any two Directors. Written notice shall be given in the same manner as for annual meetings of the members. The transactions of any meeting of the members of this corporation, however called and noticed and whenever held, shall be as valid as a meeting held after regular call and notice if a quorum is present. All waivers, consents, or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

Section 3: Quorum

A quorum of the members shall be required to vote on matters pertaining to merger with any other organization, dissolution of the Association, and any other matter put before the members by the Board. A quorum for any such meeting of the members shall be twenty percent (20%) of the voting members present in person or by written proxy.

Section 4: Liabilities of Members

No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

V. DIRECTORS

Section 1: Number of Directors

The number of Directors constituting the Board of Directors shall be twelve (12) elected by the voting membership and one (1) Director for each 150 NAEP voting members within the chapter (see Table 1) that are elected by each chapter, as hereinafter provided, together with any officer or retiring officer serving as Directors ex officio as otherwise provided in these bylaws. The number of NAEP voting members within each chapter will be determined at the start of the annual conference. The number of Directors may be fixed or changed from time to time by amendment of these bylaws. All Directors shall be voting members of the National Association of Environmental Professionals in good standing.

Table 1. Number of Representatives from a Chapter with More than 150 NAEP Voting Members

<i>Number of NAEP Voting Members within Chapter</i>	<i>Number of Representatives</i>
10 – 150 NAEP voting members	1
151 – 300 NAEP voting members	2
301 – 450 NAEP voting members	3
451 – 600 NAEP voting members	4
601 – 750 NAEP voting members	5
751 – 900 NAEP voting members	6
901 – 1,050 NAEP voting members	7

Section 2: Quorum

A majority of the members of the Board of Directors elected by the voting membership shall constitute a quorum for the transaction of business.

Section 3: Powers of Directors

Subject to limitations of the Articles of Incorporation, other Sections of the By-Laws, and of District of Columbia Law, all corporate powers of the corporation shall be exercised by or under the authority of the Board of Directors. The business affairs of the corporation shall be controlled by the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- To select and remove all of the other officers and agents of the corporation and prescribe such;
- To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the By-Laws; and
- To borrow money and incur indebtedness for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

Section 4: Executive Committee

The Board of Directors shall authorize an Executive Committee comprised of the President, Immediate Past President, Vice President, Secretary, and Treasurer, to act for the Board at those times when the Board is not in session in order to carry out the business affairs of the organization as called for in Chapter V (Directors), Section 3 (b) above.

Section 5: Election and Term of Office

The terms of office of the Directors of this corporation shall be for three (3) years. Only voting Members shall be eligible to hold office. Four (4) Directors will be elected three months prior to the annual meeting¹ each year to fill three (3) year terms. In connection with said elections, the Board of Directors shall establish an Election Committee, which consists of NAEP voting members in good standing. Appointments to said Committee shall be made by the Board of Directors. The Election Committee shall establish and maintain procedures and policy for conducting annual elections.

The election of Directors shall be by mail ballot held three months prior to the annual meeting² each year. A Director's term shall commence when the Director-elect is installed at the annual meeting³ and shall terminate (unless re-elected) at the annual meeting⁴ approximately three (3) years hence.

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- 1 Adopted September 1997
 - 2 Adopted September 1997
 - 3 Adopted September 1997
 - 4 Adopted September 1997

Directors representing chapters shall be elected by the chapters they represent in accordance with procedures established by that chapter. Directors representing chapters shall take office at the annual meeting, or at such time as they shall be elected by the chapter. Terms of office shall be for no more than three (3) years, and shall expire on the same date as Directors elected by the general membership. A Director who serves as both a chapter representative and a Director elected by the voting members shall have a single vote on the Board of Directors.⁵

Directors may be elected to unlimited successive or non-successive terms in office.

Section 6: Vacancies

Vacancies in the Board of Directors shall be filled by a majority of the remaining Directors then in office even though less than a quorum, or by the sole remaining Director. A successor Director so elected shall serve for the un-expired term of his predecessor.

Section 7: Place of Meeting

Regular meetings shall be held at any place designated by the Board of Directors, giving due regard to the convenience of the Directors in obtaining a quorum for the transaction of business. To the extent practicable, a meeting of the Directors shall be held in the city in which the next annual conference and meeting will be convened. Special meetings of the Board may be held either at a place designated by the Directors or at the principal office.

Section 8: Other Regular Meetings

Other regular meetings of the Board of Directors shall be held on a quarterly basis (approximately 3, 6, and 9 months after the annual meeting).

Section 9: Special Meetings

Special meetings of the Board of Directors for any purposes may be called at any time by the President or by any two (2) Directors. Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to the Director at the Director's address as it is shown on the records of the corporation, or if it is not shown on the records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held. The notice shall be mailed at least five (5) days before the time of the holding of the meeting. The transactions of any meeting of the Board of Directors, however called and noticed and whenever held, shall be as valid as a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10: Ex Officio Directors

The Immediate Past President shall serve as a Director during the term of his successor.⁶

The Chairman of the Certification Review Board and the President of the Academy of Board Certified Environmental Professionals shall serve as Directors during the terms of their offices, unless the Academy of Board Certified Environmental Professionals desires that it be represented by other than these two officials.⁷

5 Adopted April 1998
6 Adopted April, 1998
7 Adopted Sept, 1999

The Editor of the Journal of the National Association of Environmental Professionals, by whatever title, shall serve as a Director during the term of his office.⁸

All ex officio Directors shall have all the rights and privileges of other Directors, including the right to vote on Board actions except that of being elected as an Association officer or determining a quorum as specified in Article 5, Section 2.⁹

Section 11: Action without a Meeting

Any action by the Board of Directors may be taken without a meeting if a majority of the members of the Board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board of Directors.

Section 12: Removal

A Director may be removed from office, for cause, including violations defined in Sections 1 and 2 of Article IX, by a two-thirds (2/3) vote of the Directors. A Director, who misses two (2) or more quarterly regular meetings in a single year, may be removed from the Board of Directors by action of the Board, and the removed Director's seat may then be filled pursuant to the provisions of these By-Laws for replacing vacant Director positions. The Board may elect the Director so removed to fill the vacancy.

Section 13: Proxy Designation

The voting right of a member of the Board of Directors may be assigned to another member of the Board of Directors by written proxy, which shall be effective during the time specified unless revoked. The total number of proxies that may be assigned to any one member of the Board of Directors is 2.

VI. OFFICERS

Section 1: Officer's Roles and Responsibilities

The officers of this corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. (Beginning *in 1998*, e) Each officer shall be elected annually by the Board of Directors at the regularly held Board meeting of each year held in conjunction with the annual meeting¹⁰. All officers of the Board shall be selected from the Directors who constitute the Board of Directors for the period from the date of appointment until the date of the *next annual* meeting which shall be held approximately 12 months following appointment.¹⁰ Officers shall serve for a term of either one (1) year or until such time as their successors are chosen and elected by the Board. Such other officers and assistant officers and agents as may be deemed necessary may be elected, or appointed by the Board of Directors from time to time. Any two (2) or more offices may be held by the same person. The failure to elect a President, Vice President, Secretary, or Treasurer shall not affect the existence of this corporation.

The officers of this corporation shall have the following duties:

- **President:** The President shall preside at all meetings of the membership and of the Board of Directors. The President shall, with assistance as requested from the other officers of the corporation, prepare for consideration by the Board of Directors at their final meeting of the year, annual program goals and objectives for the upcoming year.

8 Adopted June, 1998

9 Adopted June, 1998

- ***Vice President:*** The Vice President shall, in the absence of the President, preside temporarily at meetings of the membership or of the Board of Directors solely for the purpose of the election of a temporary President, which shall be a Director.
- ***Secretary:*** The Secretary shall maintain or oversee the maintenance of all corporate records except the financial records; shall prepare minutes of all meetings of the Executive Committee, Board of Directors, and Membership meetings where specific actions are taken. In addition, the Secretary ensures distribution of all notices of meetings; and performs such other duties as may be prescribed by the Board of Directors or the President.
- ***Treasurer:*** The Treasurer shall be responsible for the custody of all corporate funds and financial records; shall keep full and accurate accounts of the receipts and disbursements and render accounts thereof at the Annual Meetings and whenever else required by the Board of Directors or the President; prepare an annual budget for the approval of the Board of Directors at its final meeting of the year for the coming year; and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 2: Parliamentarian

The Board of Directors may appoint a person, not a member of the Board, to serve as Parliamentarian.

VII. REGIONS AND LOCAL CHAPTERS

Members may join together to establish Local Chapters, and Local Chapters may be geographically arranged into Regions on whatever basis the Board of Directors may deem advisable. The purpose of Chapters shall be to encourage a democratic consensus and the opportunity for professional exchange, growth, and development among members on a continuing basis.

The National Association of Environmental Professionals is a direct membership organization in which members are individually members of the national professional society. The Board shall establish regulations and procedures for establishing Chapters whenever it shall be prudent to do so. No Chapter may be established without approval of a majority of the entire Board of Directors.

Notice of Chapter meetings shall be given in advance to the NAEP Secretary to permit communication of time and place permitting any National Association of Environmental Professionals members who may wish to attend to do so. Members are not required to attend local or regional functions to remain in good standing with NAEP.

VIII. ADVISORY COUNCIL

An advisory council may be appointed by the Board of Directors. In addition to the President and Secretary, it shall consist of a minimum of five (5) persons of national repute, whose senior perspective in environmental policy issues can enhance the professional accomplishments, goals, and objectives of the National Association of Environmental Professionals. One (1) member shall mandatorily represent industry, one (1) academia, and one (1) government. Beyond that, the mix shall be determined by the qualifications of persons available for this honorary appointment to the senior working council of the National Association of Environmental Professionals. When there shall be a past President of the National Association of Environmental Professionals, that person shall automatically be included on the Advisory Council.

IX. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS

Section 1: Expulsions; Disciplinary Proceedings

A member may be expelled or subjected to other disciplinary actions for cause such as violation of any of the provisions of the By-Laws or Code of Ethical Practice of the Association, or for conduct which in the opinion of the Board of Directors is improper and prejudicial to the best interests of the Association. The Board of Directors shall consider proceedings looking toward the expulsion or other discipline of any member: (a) upon the recommendation of the Ethics Committee Procedures; and (b) upon the written request of ten (10) or more members. Prior to its consideration of any such case, the Board of Directors shall advise the member in writing of the charges, shall notify the member of the time and place of the meeting of the Board of Directors at which the case is to be considered, and shall invite the member to present, at such a time, a defense either in person, or in writing. Evidence supporting the charges shall be presented to the Board at the meeting and the member charged shall have a full opportunity to reply and present evidence in reply to the charges. The final action of the Board of Directors shall be by ballot at a meeting of the Board of Directors and the Board of Directors shall notify the accused and, if expulsion is approved, shall drop the person's name forthwith from the rolls of the Association.

After a consideration of all evidence presented at the meeting of the Board of Directors at which the case is considered, the Board of Directors may decide that the charges against a member of the Association are not sufficient to justify expulsion. In such case, if charges are sustained or proven, the Board of Directors, at its discretion, may inform the accused of other disciplinary action.

A finding that the charges against a member have been sustained or proven shall require the affirmative vote of a majority of the entire Board of Directors. If the majority vote is less than two-thirds (2/3) of those voting, disciplinary action shall be restricted to a letter of admonition. Affirmative votes of not less than eighty percent (80%) of the entire Board of Directors shall be required for expulsion.

No person who has been expelled from membership and no member who has been suspended shall during the period of the suspension be allowed any of the rights or privileges of membership in the Association. Service on Association committees, at all levels, shall be denied to a person expelled from the Association.

Section 2: Nonpayment of Dues

Any member of the Association shall forfeit connection therewith in the event that the person's dues become three (3) months in arrears. No member whose dues are in arrears shall receive copies of the Association's publications.

Section 3: Resignations

Any member of the Association in good standing may resign from membership by written communication to the Secretary, who shall present it to the Board of Directors. Acceptance of any resignation shall be by majority vote of the Board of Directors. A member whose dues are not in arrears and against whom no complaint or charge is pending, shall be considered in good standing.

Section 4: Reinstatements

A former member of the Association dropped from the rolls because of nonpayment of dues may be reinstated by submission of application for reinstatement upon payment of all or part of the current year's dues, depending upon the month of reinstatement.

A former member of the Association separated because of resignation may be reinstated through submission of application for reinstatement upon payment of all or part of the current year's dues, depending upon the month reinstated.

A former member(s) of the Association separated by expulsion proceedings or by voluntary resignation following charges of alleged unethical conduct shall not be reinstated to membership except by special action of the Board of Directors. The affirmative votes of not less than eighty percent (80%) of the entire Board of Directors shall be required to effect such reinstatement.

X. AMENDMENT OF BYLAWS

These bylaws may be amended or repealed and new bylaws adopted by a vote of the majority of the members at any Board of Directors meeting. However, notice must be given to the Directors at least ten (10) days prior to such meeting that bylaw changes are to be considered. To the extent feasible, said notice shall indicate the bylaw changes proposed.

XI. FISCAL YEAR

The fiscal year shall begin on the first (1st) day of January in each year.

XII. DISSOLUTION

In the event of abandonment, or dissolution of the corporation, all property, real or personal, of the corporation remaining after the debts of the corporation have been paid shall be distributed as set forth in the Articles of Incorporation and in no instance shall they insure to the benefit of any member of the corporation.

XIII. MISCELLANEOUS

The President or the Vice-President, the Secretary, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any voting securities (of any corporation or corporations standing in the name of the officers to vote or represent this corporation arising from any voting securities) held by this corporation in any other corporation or corporations. These rights may be exercised either by the officers in person or by any person authorized to do so by proxy or power of attorney duly executed by the officers.

XIV. REPRESENTATION ON ACADEMY OF BOARD CERTIFIED ENVIRONMENTAL PROFESSIONALS (ABCEP)

The Board of Directors shall appoint one certified environmental professional, who is an NAEP member in good standing, to serve on the Board of Trustees of ABCEP.

XV. ACTION, POLICY, AND PROCEDURES

Matters pertaining to membership, goals, and objectives of the NAEP shall be presented for discussion at the regular Board Meetings.

Any changes or modifications to policy, procedures, standards, or fee structures shall be reported to and, if appropriate, shall be voted on by the Board Members. All such matters shall be presented during the respective reports by the Committee Chairperson, or as other agenda items, as needed, and the Board Members shall determine whether the specific item should be voted on. If the proposal is accepted as being relatively minor in its effect, the matter can be presented for discussion and noted as accepted or rejected in the minutes of that meeting. If the proposal is one that the Board feels is of greater significance, the matter should be brought before the Board for the vote.

Any matter pertaining to By-Law changes must be presented in accordance with Article X. Proposed actions, policy changes and procedures to be discussed before acceptance include, but are not limited to, membership qualifications and fees, the journal and newsletter, certification,

chapter formation and affiliation. The intent of this section is to promote full and equal awareness among the Directors of the NAEP of policy changes that will affect the NAEP membership.